

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

IN RE SONUS NETWORKS, INC.
SHAREHOLDER DERIVATIVE LITIGATION

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) Case No. 04-10359-DPW
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)

**DEFENDANTS' MOTION TO DISMISS
CONSOLIDATED SHAREHOLDER DERIVATIVE COMPLAINT**

The defendants, Edward T. Anderson, Paul J. Ferri, Albert A. Notini, Paul J. Severino, Hassan Ahmed, Rubin Gruber, Paul R. Jones, Edward N. Harris, J. Michael O'Hara and Stephen J. Nill and nominal defendant Sonus Networks, Inc. (the "Defendants"), hereby move to dismiss the Consolidated Shareholder Derivative Complaint on the following grounds. First, the Plaintiffs are estopped from relitigating the issue of whether the Sonus Board of Directors was capable of considering demand, because Judge van Gestel of the Massachusetts Superior Court has already held that demand is not excused in these cases. Second, even if Plaintiffs' allegations of demand futility are considered, they fail to allege particularized facts sufficient to show why Plaintiffs' failure to make demand should be excused. In support of this motion, the Defendants have filed the accompanying Memorandum of Law in Support of Defendants' Motion to Dismiss Consolidated Shareholder Derivative Complaint and Transmittal Affidavit of Daniel H. Gold.

For the reasons set forth more fully in the accompanying Memorandum of Law, the Defendants request that the Court dismiss the Consolidated Shareholder Derivative Complaint with prejudice and grant such further relief that the Court deems fair and just.

REQUEST FOR ORAL ARGUMENT

Pursuant to Local Rule 7.1(D), Defendants request a hearing on their Motion to Dismiss.

Respectfully submitted,

/s/ Daniel H. Gold

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Dated: December 3, 2004

CERTIFICATE OF CONFERENCE

I hereby certify that counsel for the parties conferred in an attempt to narrow or resolve the issues presented in this motion, but no agreement could be reached.

/s/ Daniel H. Gold